

**IN THE UNITED STATES DISTRICT COURT
FOR THE MIDDLE DISTRICT OF ALABAMA
MIDDLE DIVISION**

**MAC East, LLC,
an Alabama Limited Liability
Corporation,**

PLAINTIFF,

vs.

CASE NO. 2:05-cv-1038-MEF

**SHONEY'S LLC.,
a Tennessee limited
liability company,**

DEFENDANT.

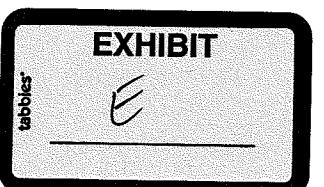
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STATE OF ALABAMA |

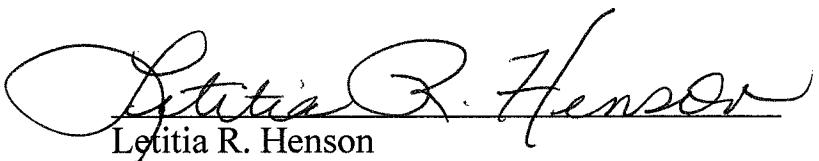
COUNTY OF MONTGOMERY |

This day personally appeared before me, the undersigned authority at law in and for the state and county aforesaid, LETITIA R. HENSON, who after being by me first duly sworn stated and deposed upon her oath as follows:

“My name is Letitia R. Henson. I am Vice President and Controller for McClinton & Company, Inc., and in that capacity, handle the financial matters for all entities directly or indirectly owned and/or managed by Joel D. McClinton, including MAC East, LLC (“Mac”). I understand this affidavit will be filed in court to support a motion.

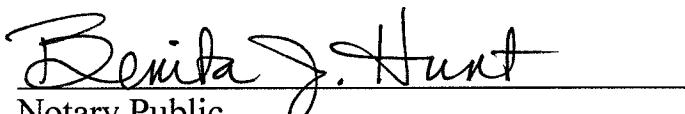


"I have been a Mac employee for 13 years. I was involved in the 2002 property transaction between Mac and Shoney's, as well as the 2005 sublease agreement between Mac and City Café Diners, hereinafter "City Café." When City Café was presented to Mac as a prospective sub-tenant, I reviewed financial statements and other necessary documents to determine whether City Café was a viable entity for a commercial lease of property for the purpose of running a restaurant. Based on that information, I believed that the owners of City Café were financially responsible and a commercially reasonable sub-tenant."



Letitia R. Henson

SWORN TO and subscribed before me this 18th day of April 2006.



Benita J. Hunt
Notary Public
My Commission Expires: 08-30-08